

RECORDATION NO. 24633-C FILED

NOV 03 '03 2-25 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 3, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two copies each of a Memorandum of Lease Supplement No. 2, dated as of October 31, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Lease previously filed with the Board under Recordation Number 24633.

The names and addresses of the parties to the enclosed documents are:

Lessor: SNC Corpafim  
17, cours de Valmy  
92800 Puteaux  
France

Lessee: New Jersey Transit Corporation  
One Penn Plaza East  
Newark, New Jersey 07105

Mr. Vernon A. Williams  
November 3, 2003  
Page Two

A description of the railroad equipment covered by the enclosed documents is:

2 light rail cars with New Jersey Transit Corporation reporting marks and road numbers 3519 & 3520

A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Lease Supplement No. 2

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

**Memorandum of Lease Supplement No. 2**

Memorandum of Lease Supplement No. 2, dated as of October 31, 2003, by and between SNC CORPAFIM, a *société en nom collectif* (the "Lessor") and New Jersey Transit Corporation, a body corporate and politic established in the Executive Branch of the State Government of New Jersey (the "Lessee").

**WITNESSETH:**

The parties hereto have heretofore entered into that certain Credit-Bail Agreement (the "Credit-Bail Agreement") dated as of September 30, 2003 and a Lease Supplement (the "First Lease Supplement") dated as of September 30, 2003 to the Credit-Bail Agreement.

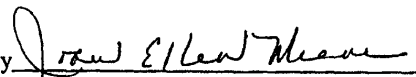
A Memorandum of Lease with respect to the Credit-Bail Agreement has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. 11301(a) on October 1, 2003 at 5:02 p.m. and assigned recordation number 24633 and a Memorandum of Lease Supplement with respect to the First Lease Supplement has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. 11301(a) on October 1, 2003 at 5:09 p.m. and assigned recordation number 24633-A.

The parties hereto have entered into that certain Lease Supplement No. 2 dated October 27, 2003, whereby the terms and provisions of the above-described Credit-Bail Agreement are made applicable to certain additional light rail cars listed on Exhibit A attached hereto.

This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

SNC CORPAFIM

By   
Name: Joan Ellen Miani  
Title: attorney-in-fact

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SURFACE TRANSPORTATION BOARD

NEW JERSEY TRANSIT CORPORATION

By \_\_\_\_\_  
Name: H. CHARLES WEDEL  
Title: Chief Financial Officer and  
Treasurer

**Memorandum of Lease Supplement No. 2**

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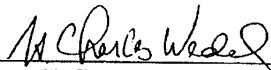
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**SNC CORPAFIM**

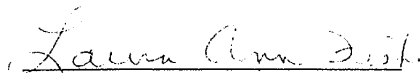
By \_\_\_\_\_  
Name: Joan Ellen Miani  
Title: attorney-in-fact

**NEW JERSEY TRANSIT CORPORATION**

By  \_\_\_\_\_  
Name: H. CHARLES WEDEL  
Title: Chief Financial Officer and  
Treasurer

STATE OF NEW JERSEY    )  
  )ss.  
COUNTY OF ESSEX        )

On this 31 day of October, 2003, before me personally appeared H. Charles Wedel, to me personally known, who being by me duly sworn, said that he is Chief Financial Officer and Treasurer of New Jersey Transit Corporation, that said instrument was signed on such date on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

  
Notary Public

**LAURA ANN FISHER**  
**NOTARY PUBLIC OF NEW JERSEY**  
**Commission Expires 7/20/2005**

[NOTARIAL SEAL]

My commission expires: July 20, 2005

STATE OF NEW YORK     )  
  )ss.  
COUNTY OF NEW YORK    )

On this 31<sup>st</sup> day of October, 2003, before me personally appeared Joan Ellen Miani, to me personally known, who being by me duly sworn, said that she is an attorney-in-fact of SNC CORPAFIM, that said instrument was signed on such date on behalf of said company on such day, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

*Kit Wan Chau*  
Notary Public

[NOTARIAL SEAL]

KIT WAN CHAU  
Notary Public, State of New York  
No. 31-4739740  
Qualified in New York County  
Commission Expires July 31 18~~2003~~<sup>2005</sup>

My commission expires: \_\_\_\_\_

Exhibit A

DESCRIPTION OF EQUIPMENT

<u>Equipment Description</u>	<u>Identification Numbers</u>
South Jersey Rail Group Bombardier Diesel Light Rail Car	3519
South Jersey Rail Group Bombardier Diesel Light Rail Car	3520

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

Nov 3, 2003



\_\_\_\_\_  
Robert W. Alvord